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SKYWEST AIRLINES, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SKYWEST PILOTS ALPA ORGANIZING
COMMITTEE, et al.,

Plaintiffs,

vs.

SKYWEST AIRLINES, INC.,

Defendant.

Case No. C-07-2688 CRB

**DECLARATION OF DAVID LIVINGSTON
IN SUPPORT OF OPPOSITION TO
MOTION FOR PRELIMINARY
INJUNCTION**

Judge: Hon. Charles R. Breyer

Action Filed: May 22, 2007

I, David Livingston, declare as follows:

1. I reside in Colorado Springs, Colorado. I am employed as a Captain by SkyWest Airlines, Inc. I have been with SkyWest since August 1, 2001. I base this declaration on my personal knowledge and information. If called upon to testify to the facts contained in this declaration, I could and would do so competently.
2. For the past three and a half years, I have been involved with an organization known as the SkyWest Airlines Pilots Association ("SAPA"). SAPA is an organization that was founded by SkyWest pilots to represent the pilots group in dealing with management on a variety of issues. SAPA consists of a board of 19 regional representatives (the "SAPA Representative Board"), elected by the pilots, which includes a three-person Executive Board, consisting of a President, Vice President, and Secretary, elected from the ranks of the SAPA Representative Board. At one time, the SAPA Representative Board elected all of the members of the Executive Board. Currently, the President and Vice President are elected by the SkyWest pilots directly. I served as SAPA President from February 2004 to January 2005. Currently, I am a member of the SAPA Representative Board.
3. SAPA is governed by a set of bylaws. Those bylaws were drafted by SAPA, without input from SkyWest management. SAPA has the sole authority to modify those bylaws; SkyWest has no role in that process.
4. I understand that the Plaintiffs claim that SkyWest has unilaterally imposed its choice of representative – SAPA – on the SkyWest pilots. That is false. SAPA was formed by SkyWest pilots, and the SkyWest pilots could choose to dissolve it. Our bylaws state that the Executive Board will conduct a dissolution vote if it is presented with a dissolution petition signed by at least 30% of the SkyWest pilots. If at least two-thirds of the pilots vote for dissolution, SAPA would then dissolve. The bylaws also state that SAPA will be dissolved if the pilots choose to elect third-party representation.

only accessible to non-management SkyWest pilots. Anyone who wants access to the site must register first. SkyWest management has no say in what SAPA puts on its website. SAPA also has a forum on the Internet called sapaforums.org, also accessible only to non-management SkyWest pilots. SkyWest has no say in what occurs on that site either. That site is a hotbed of discussion regarding the ALPA organizing drive. Numerous members of the ALPA Organizing Committee post pro-ALPA messages on that site.

6. SAPA periodically publishes a newsletter to SkyWest pilots. That newsletter is prepared exclusively by SAPA; SkyWest management has no say in its contents.

7. When SAPA first was founded several years ago, it met with SkyWest management and negotiated the Crewmember Policy Manual ("CPM"). The CPM sets forth the policies and work rules that govern the SkyWest pilots. The CPM states that it cannot be changed unless SAPA and SkyWest management agree. Either SAPA or SkyWest can propose a change to the CPM.

8. SAPA also has negotiated with SkyWest regarding pilot compensation. When agreement is reached between the SAPA Representative Board and SkyWest management regarding a change in pilot compensation, the proposal is sent out to the entire pilot group for a vote. If it is voted down, SAPA and SkyWest will resume their discussions. This happened in 2005-06.

9. One of SAPA's functions is to assist pilots in resolving what they feel are mistakes in the way in which the CPM has been applied to them. These issues frequently concern whether the pilot was properly paid. The pilots typically bring this to SAPA's attention by submitting a Policy Interpretation Complaint ("PIC") via the SAPA website. Once SAPA receives a PIC, it will contact the appropriate management person on behalf of the pilot and attempt to resolve the situation.

10. SAPA also assists pilots who may be facing discipline by attending meetings with pilots and management where potential discipline is being investigated.

Following the disciplinary process, pilots may apply for a Review Board process. The Review Board consists of two SAPA representatives and two company representatives. A SkyWest Chief Pilot will present the case as the "prosecutor"; there also is a facilitator, who is a company employee and non-voting member of the Review Board. After hearing the presentation, the Review Board meets and makes a recommendation to management. That recommendation could be to sustain the discipline, overturn it, or modify it. Management is not obligated to accept the Review Board's recommendation, but in my experience, it always has.

11. I understand that the Plaintiffs in this matter are claiming that SAPA is, effectively, a "sham" organization dominated by SkyWest management. That is not the case. SkyWest does pay SAPA's expenses, but that is it. SkyWest does not tell SAPA what to do or how to do it. SkyWest does not tell us who can be on SAPA's Representative Board or Executive Board. SkyWest does not dictate the procedures we use internally. All negotiations between SkyWest management and SAPA have been conducted at arms-length, with each side presenting, accepting, countering, and rejecting proposals.

12. There have been several union organizing efforts since SAPA came into being, and SAPA as an organization has remained neutral in each. That is true with respect to the current ALPA organizing campaign as well. Individual SAPA representatives are entitled to have their own personal views on whether the SkyWest pilots should elect ALPA, and those differ from person to person. In fact, there are at least two members of the ALPA organizing committee on SAPA's Representative Board currently.

13. To carry out its functions, SAPA is given access to the pilots in various ways, such as addressing new hire classes, email through the SkyWestOnline system, and posting materials on bulletin boards. All of this access is used by SAPA for its business purposes. None of it is used for expressing views on whether the SkyWest pilots should

unionize, or for “campaigning” on that topic. As I said before, SAPA is neutral when it comes to that question.

14. I understand that the Plaintiffs have asked the court to give them the same access to SkyWest pilots that SAPA has had in the past, and that it claims that it needs such access because they otherwise are without the means or ability to communicate about the ALPA organizing drive. That is absolutely false. Pilots are free to discuss the ALPA drive in crew rooms and other non-work areas, and I have observed them doing so. I am not aware of any effort by SkyWest management to stop or put any limits on those discussions, nor have I heard any Chief Pilot or other member of SkyWest management tell pilots that they could not discuss the ALPA campaign. Earlier this year, I was handed an ALPA authorization card by Steve Dow in the crew lounge in Chicago, within 15 feet of the Chief Pilot’s desk. I also have seen many pilots with ALPA pens in their pockets.

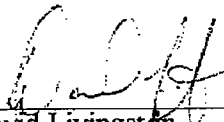
15. The Organizing Committee has numerous other ways in which it has been able to communicate with SkyWest pilots as well. I previously mentioned the sapaforums.org site, where there is substantial discussion about the ALPA campaign. Other means that the Organizing Committee has used include the SkyWest-ALPA website (skywestalpa.org), which includes a section where individuals can submit questions to be answered; a toll-free hotline SkyWest pilots can call; emails; home mailings; conference calls; and pilot surveys. The Organizing Committee also regularly holds organizational meetings that SkyWest pilots could attend to hear more about the organizing drive, and I have attended such meetings.

16. Since ALPA started its current organizing campaign, there have been no changes at all in the scope of what SAPA does for the SkyWest pilots. We continue to address the same types of issues on behalf of the pilots, in the same fashion, as we always have.

17. The SkyWest uniform policy, which is part of the CPM, states that pilots are not allowed to wear identification badge lanyards with logos on them other than

SkyWest. I understand that the Plaintiffs claim that this policy has been enforced only regarding ALPA lanyards. That is not the case. A former SkyWest pilot named Jason Gunderson was asked by a Chief Pilot, prior to the beginning of ALPA's latest organizing drive, to remove his lanyard that had the University of Tennessee logo on it.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief, and this declaration was executed this 28th day of May, 2007, in Colorado Springs, Colorado.



David Livingston